

HEARTLAND EXPRESS INC
Form 4
July 24, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GERDIN RUSSELL A

2. Issuer Name and Ticker or Trading Symbol
HEARTLAND EXPRESS INC
[HTLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
07/21/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
CHIEF EXECUTIVE OFFICER

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
COMMON STOCK	07/21/2006		J ⁽¹⁾	3,494,053 D \$ 0	25,422,184	D ⁽²⁾	
COMMON STOCK	07/21/2006		J ⁽¹⁾	505,947 D \$ 0	0	I	SPOUSE
COMMON STOCK	07/21/2006		J ⁽¹⁾	4,000,000 A \$ 0	12,015,837	I ⁽³⁾	BY TRUST
COMMON STOCK					1,500,841	I ⁽⁴⁾	BY TRUST

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERDIN RUSSELL A	X		CHIEF EXECUTIVE OFFICER	

Signatures

RUSSELL A GERDIN 07/24/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) ITEM 3. Transaction Code (1) Shares transferred to grantor retained annuity trusts for the benefit of Russell and Ann Gerdin. A third party serves as trustee. Beneficial ownership is disclaimed.
- (2) ITEM 7. Nature of Indirect Beneficial Ownership (2) Shares owned by the revocable trust of the reporting person over which the reporting person serves as trustee.
- (3) ITEM 7. Nature of Indirect Beneficial Ownership (3) Shares held by a grantor retained annuity trust for the benefit of the reporting person and his spouse. A third party serves as trustee. Beneficial ownership is disclaimed.
- (4) ITEM 7. Nature of Indirect Beneficial Ownership (4) Gerdin Family Investements, LP (the "Limited Partnership") owns a voting trust certificate representing 1,500,841 shares of Heartland Express, Inc. common stock. Mr. Gerdin is the general partner of the Limited Partnership. Although the entire number of shares controlled by the Limited Partnership is disclosed herein (as permitted by SEC rules),

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Mr. Gerdin disclaims beneficial ownership of shares in excess of the number attributable to his ownership interest. Mr. Gerdin is not the voting trustee and has no power to vote the shares in which the Limited Partnership has an interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.